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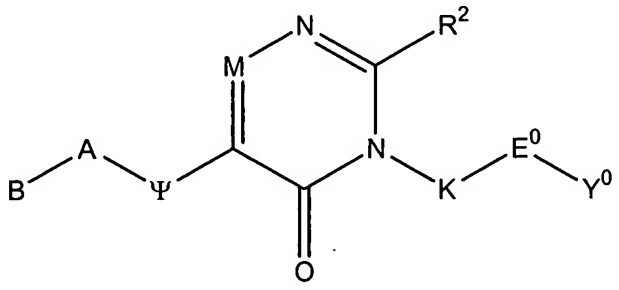
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

1. (currently amended) A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36}, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34};

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(ii) hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B may be optionally substituted at any carbon up to 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36}; and

(iii) a C3-C12 cycloalkyl or a C4-C9 heterocyclyl, wherein (a) each ring carbon may be optionally substituted with R_{33}, (b) a ring carbon, other than the ring carbon at the point of attachment of B to A, may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (e) a ring carbon or nitrogen atom, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{10}, is optionally substituted by R^{11}, (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{12}, is optionally substituted by R^{33}, and (i) a ring carbon or nitrogen, if present, in a delta position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{11} and R^{33}, respectively, is optionally substituted by R^{34};

R^9, R^{10}, R^{11}, R^{12}, and R^{13} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, alkoxyalkyl, haloalkoxylalkyl, hydroxy, amino, alkoxyamino, nitro, alkylamino, N-alkyl-N-arylamino, arylamino,

aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylthio, alkylthioalkyl, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, alkylsulfonylalkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboxyalkyl, carboalkoxy, carboxy, carboxamido, carboxamidoalkyl, and cyano;

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of:

(i) hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, alkoxyalkyl, haloalkoxylalkyl, hydroxy, amino, alkoxyamino, nitro, alkylamino, N-alkyl-N-arylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylthio, alkylthioalkyl, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, alkylsulfonylalkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboxyalkyl, carboalkoxy, carboxy, carboxamido, carboxamidoalkyl, and cyano; and

(ii) Q^b;

A is selected from the group consisting of a bond, $(W^7)_{rr}$-$(CH(R^{15}))_{pa}$, and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or1, pa is an integer selected from 0 through 6, and W^7 is selected from the group consisting of O, S, C(O), (R^7)NC(O), (R^7)NC(S), and N(R^7), with the proviso that no more than one of the group consisting of rr and pa is 0;

R^7 is selected from the group consisting of hydrido, hydroxy, and alkyl;

R^{15} is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

Ψ is NH or NOH;

M is **[[N or]]** R^1-C;

R^1 is selected from the group consisting of hydrido, alkyl, alkenyl, cyano, halo, haloalkyl, haloalkoxy, haloalkylthio, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of:

(i) a bond, W^0-$(CH(R^{42}))_p$ wherein p is an integer selected from 0 through 3 and W^0 is selected from the group consisting of O, S, C(O), S(O), $N(R^{41})$, and $ON(R^{41})$, $(CH(R^{41}))_g$-O wherein g is an integer selected from 1 through 3, and $(CH(R^{41}))_g$-S wherein g is an integer selected from 1 through 3, with the proviso that Z^0 is directly bonded to the pyrimidinone ring; and

(ii) W^{22}-$(CH(R^{42}))_h$ wherein h is 0 or 1 and W^{22} is selected from the group consisting of $CR^{41}=CR^{42}$, 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, wherein Z^0 is directly bonded to the pyrimidinone ring and W^{22} is optionally substituted with one or more substituents selected from the group consisting of R^9, R^{10}, R^{11}, R^{12}, and R^{13};

R^{41} and R^{42} are independently selected from the group consisting of amidino, hydroxyamino, hydrido, hydroxy, amino, and alkyl;

Q is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon or nitrogen, in a first beta position relative to the

ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11} with the proviso that Q is other than phenyl when Z^0 is a bond; and

(ii) hydrido with the proviso that Z^0 is other than a bond;

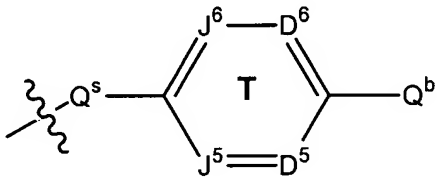
K is $(CR^{4a}R^{4b})_n$ wherein n is 1 or 2;

R^{4a} and R^{4b} are independently selected from the group consisting of halo, hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is E^1, when K is $(CR^{4a}R^{4b})_n$, wherein E^1 is selected from the group consisting of a bond, C(O), C(S), $C(O)N(R^7)$, $(R^7)NC(O)$, $S(O)_2$, $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

Y^0 is selected from the group consisting of:

(i) the formula



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom;

(ii) Y^{AT} wherein Y^{AT} is Q^b-Q^s;

(iii) Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e$-W^2-$(CH(R^{15}))_h$, wherein e and h are independently 1 or 2 and W^2 is $CR^{4a}=CR^{4b}$ with the proviso that $(CH(R^{14}))_e$ is bonded to E^0; and

(iv) Q^b-Q^{ssss} or Q^b-Q^{sssr} wherein Q^{ssss} is $(CH(R^{38}))_r$-W^5 and Q^{sssr} is $(CH(R^{38}))_r$-W^6, r is an integer selected from 1 through 2, W^5 and W^6 are independently selected from the group consisting of 1,4-indenyl, 1,5-indenyl, 1,6-indenyl, 1,7-indenyl, 2,7-indenyl, 2,6-indenyl, 2,5-indenyl, 2,4-indenyl, 3,4-indenyl, 3,5-indenyl, 3,6-indenyl, 3,7-indenyl, 2,4-benzofuranyl, 2,5-benzofuranyl, 2,6-benzofuranyl, 2,7-benzofuranyl, 3,4-benzofuranyl, 3,5-benzofuranyl, 3,6-benzofuranyl, 3,7-benzofuranyl, 2,4-benzothiophenyl, 2,5-benzothiophenyl, 2,6-benzothiophenyl, 2,7-benzothiophenyl, 3,4-benzothiophenyl, 3,5-benzothiophenyl, 3,6-benzothiophenyl, 3,7-benzothiophenyl, 2,7-imidazo(1,2-a)pyridinyl, 3,4-imidazo(1,2-a)pyridinyl, 3,5-imidazo(1,2-a)pyridinyl, 3,6-imidazo(1,2-a)pyridinyl, 3,7-imidazo(1,2-a)pyridinyl, 2,4-indolyl, 2,5-indolyl, 2,6-indolyl, 2,7-indolyl, 3,4-indolyl, 3,5-indolyl, 3,6-indolyl, 3,7-indolyl, 1,4-isoindolyl, 1,5-isoindolyl, 1,6-isoindolyl, 2,4-isoindolyl, 2,5-isoindolyl, 2,6-isoindolyl, 2,7-isoindolyl, 1,3-isoindolyl, 3,4-indazolyl, 3,5-indazolyl, 3,6-indazolyl, 3,7-indazolyl, 2,4-benzoxazolyl, 2,5-benzoxazolyl, 2,6-benzoxazolyl, 2,7-benzoxazolyl, 3,4-benzisoxazolyl, 3,5-benzisoxazolyl, 3,6-benzisoxazolyl, 3,7-benzisoxazolyl, 1,4-naphthyl, 1,5-naphthyl, 1,6-naphthyl, 1,7-naphthyl, 1,8-naphthyl, 2,4-naphthyl, 2,5-naphthyl, 2,6-naphthyl, 2,7-naphthyl, 2,8-naphthyl, 2,4-quinolinyl, 2,5-quinolinyl, 2,6-quinolinyl, 2,7-quinolinyl, 2,8-quinolinyl, 3,4-quinolinyl, 3,5-quinolinyl, 3,6-quinolinyl, 3,7-quinolinyl, 3,8-quinolinyl, 4,5-quinolinyl, 4,6-quinolinyl, 4,7-quinolinyl, 4,8-quinolinyl, 1,4-isoquinolinyl, 1,5-isoquinolinyl, 1,6-isoquinolinyl, 1,7-isoquinolinyl, 1,8-isoquinolinyl, 3,4-isoquinolinyl, 3,5-isoquinolinyl, 3,6-isoquinolinyl, 3,7-isoquinolinyl, 3,8-isoquinolinyl, 4,5-isoquinolinyl, 4,6-isoquinolinyl, 4,7-isoquinolinyl, 4,8-isoquinolinyl, 3,4-cinnolinyl, 3,5-cinnolinyl, 3,6-cinnolinyl, 3,7-cinnolinyl, 3,8-cinnolinyl, 4,5-cinnolinyl, 4,6-cinnolinyl, 4,7-cinnolinyl, and 4,8-cinnolinyl, and each carbon and hyrido containing nitrogen member of the ring of the W^5 and of the ring of the W^6, other than the points of attachment of W^5 and W^6, is optionally substituted with one or more of the group consisting of R^9, R^{10}, R^{11}, and R^{12}, with the proviso that Q^b is bonded to lowest number substituent position of each W^5,

with further proviso that Q^b is bonded to highest number substituent position of each W^6, and with the additional proviso that $(CH(R^{38}))_r$ is bonded to E^0;

R^{16}, R^{17} ,R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, nitro, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboalkoxy, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, aminoalkyl, hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino and with the further proviso that no more than one of R^{23} and R^{24} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, aminoalkyl, amino, dialkylamino, alkylamino, and hydroxyalkyl;

Q^s is selected from the group consisting of a bond, $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 4, and $(CH(R^{14}))_c$-W^1-$(CH(R^{15}))_d$ wherein c and d are integers independently selected from 1 through 3 and W^1 is selected from the group consisting of $C(O)N(R^{14})$, $(R^{14})NC(O)$, $S(O)$, $S(O)_2$, $S(O)_2N(R^{14})$, $N(R^{14})S(O)_2$, and $N(R^{14})$, with the provisos that R^{14} is selected from other than halo when directly bonded to N and that $(CR^{37}R^{38})_b$, and $(CH(R^{14}))_c$ are bonded to E^0;

R^{14} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R^{37} and R^{38} are independently selected from the group consisting of hydrido, alkyl, and haloalkyl; and

R^{38} is optionally aroyl or heteroaroyl, wherein R^{38} is optionally substituted with one or more substituents selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19}.

2. (currently amended): The compound as recited in claim 1 having the Formula:

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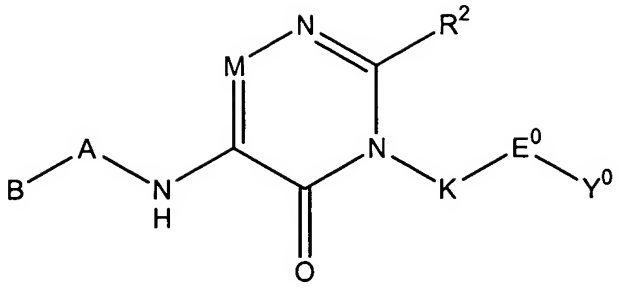


or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34};

(ii) hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36}; and

(iii) a C3-C12 cycloalkyl or C4-C9 heterocyclyl, wherein (a) each ring carbon may be optionally substituted with R_{33}, (b) a ring carbon, other than the ring carbon at the point of attachment of B to A, may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (d) a ring carbon or nitrogen in a second

alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (e) a ring carbon or nitrogen atom, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{10}, is optionally substituted by R^{11}, (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{12}, is optionally substituted by R^{33}, and (i) a ring carbon or nitrogen, if present, in a delta position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{11} and R^{33}, respectively, is optionally substituted by R^{34};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, hydroxy, amino, alkoxyamino, haloalkanoyl, nitro, alkylamino, alkylthio, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

R^9, R^{10}, R^{11}, R^{12}, and R^{13} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkylamino, N-alkyl-N-arylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylthio, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfamido, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl,

amidosulfonyl, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

A is a bond or $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W^7 is selected from the group consisting of O, S, C(O), $(R^7)NC(O)$, $(R^7)NC(S)$, and $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of:

(i) a bond, W^0-$(CH(R^{42}))_p$ wherein p is an integer selected from 0 through 3 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$, and $(CH(R^{41}))_g$-O wherein g is an integer selected from 1 through 3, with the proviso that Z^0 is directly bonded to the pyrimidinone ring; and

(ii) W^{22}-$(CH(R^{42}))_h$ wherein h is 0 or 1 and W^{22} is selected from the group consisting of1,2-cyclopropyl, 1,2-cyclobutyl,
1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl,
2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl,
3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl,
2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl,
2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl,
2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and
3,4-tetrahydrofuranyl, wherein Z^0 is directly bonded to the pyrimidinone ring and W^{22} is optionally substituted with one or more substituents selected from the group consisting of R^9, R^{10}, R^{11}, R^{12}, and R^{13};

R^{41} is selected from the group consisting of hydrido, hydroxy, amino, and alkyl;

R^{42} is selected from the group consisting of amidino, hydroxyamino, hydrido, hydroxy, amino, and alkyl;

Q is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond; and

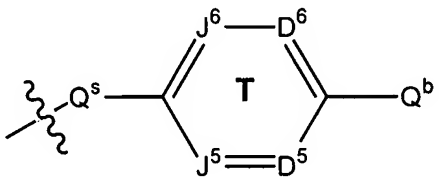
(ii) hydrido with the proviso that Z^0 is selected from other than a bond;

K is CHR^{4a} wherein R^{4a} is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is selected from the group consisting of a bond, C(O)N(H), (H)NC(O), $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

Y^0 is selected from the group consisting of:

(i) the formula



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom;

(ii) Y^{AT} wherein Y^{AT} is Q^b-Q^s; and

(iii) Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e$-W^2-$(CH(R^{15}))_h$, wherein e and h are independently1 or 2 and W^2 is CR^{4a}=CH with the proviso that $(CH(R^{14}))_e$ is bonded to E^0;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino and with the further proviso that no more than one of R^{23} and R^{24} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

Q^s is selected from the group consisting of a bond, $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 4, and $(CH(R^{14}))_c$-W^1-$(CH(R^{15}))_d$ wherein c and d are integers independently selected from 1 through 3 and W^1 is selected from the group consisting of $C(O)N(R^{14})$, $(R^{14})NC(O)$, S(O), $S(O)_2$, $S(O)_2N(R^{14})$, $N(R^{14})S(O)_2$, and $N(R^{14})$, with the proviso that R^{14} is selected from other than halo when directly bonded to N and with the further proviso that $(CR^{37}R^{38})_b$, and $(CH(R^{14}))_c$ are bonded to E^0;

R^{14} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R^{37} and R^{38} are independently selected from the group consisting of hydrido, alkyl, and haloalkyl; and

R^{38} is optionally aroyl or heteroaroyl, wherein R^{38} is optionally substituted with one or more substituents selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19}.

3. (currently amended): The compound as recited in claim 2 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is $(CH(R^{15}))_{pa}$-W^7 wherein pa is an integer selected from 0 through 3 and W^7 is selected from the group consisting of O, S, and $N(R^7)$ wherein R^7 is hydrido or alkyl;

R^{15} is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl with the proviso that R^{15} is other than hydroxy and halo when R^{15} is on the carbon bonded directly to W^7;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R^2 is Z^0-Q;

Z^0 is a bond or W^0-$(CH(R^{42}))_p$ wherein p is an integer selected from 0 through 3 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$, with the proviso that Z^0 is directly bonded to the pyrimidinone ring;

R^{41} is selected from the group consisting of hydrido, hydroxy, and alkyl;

R^{42} is selected from the group consisting of amidino, hydrido, hydroxy, amino, and alkyl;

Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond;

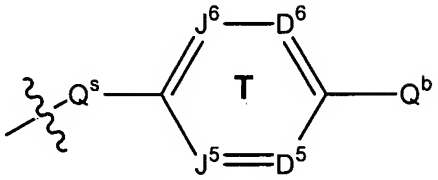
R^9, R^{10}, R^{11}, R^{12}, and R^{13} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkylamino, N-alkyl-N-arylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylthio, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfamido, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, amidosulfonyl, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

K is CHR^{4a} wherein R^{4a} is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is selected from the group consisting of a bond, C(O)N(H), (H)NC(O), $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

Y^0 is selected from the group consisting of:

(i) the formula



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom; and

(ii) Q^b-Q^{ss} wherein Q^{ss} is $(CH(R^{14}))_e$-W^2-$(CH(R^{15}))_h$, wherein e and h are integers independently selected from 1 through 2 and W^2 is CR^{4a}=CH with the proviso that $(CH(R^{14}))_e$ is bonded to E^0;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino and with the further proviso that no more than one of R^{23} and R^{24} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

Q^s is selected from the group consisting of a bond, $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 3, and $(CH(R^{14}))_c$-W^1-$(CH(R^{15}))_d$ wherein c and d are independently 1 or 2 and W^1 is selected from the group consisting of

$C(O)N(R^{14})$, $(R^{14})NC(O)$, $S(O)$, $S(O)_2$, $S(O)_2N(R^{14})$, $N(R^{14})S(O)_2$, and $N(R^{14})$, with the proviso that R^{14} is selected from other than halo when directly bonded to N and with the further proviso that $(CR^{37}R^{38})_b$, and $(CH(R^{14}))_c$ are bonded to E^0;

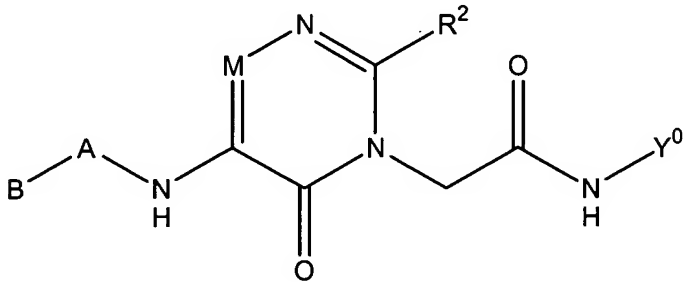
R^{14} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R^{14} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R^{37} and R^{38} are independently selected from the group consisting of hydrido, alkyl, and haloalkyl; and

R^{38} is optionally aroyl and heteroaroyl.

4. (currently amended): The compound as recited in claim 3 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, trialkylsilyl, C2-C4 alkyl, C3-C5 alkylenyl, C3-C4 alkenyl, C3-C4 alkynyl, and C2-C4 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 3 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, and R^{34};

R^{32}, R^{33}, and R^{34} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, and cyano;

A is $(CH(R^{15}))_{pa}$-$N(R^7)$ wherein pa is an integer selected from 0 through 2 and R^7 is selected from the group consisting of hydrido and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R^2 is Z^0-Q;

Z^0 is a bond or W^0-CH(R^{42}) wherein W^0 is selected from the group consisting of O, S, and N(R^{41});

R^{41} and R^{42} are independently hydrido or alkyl;

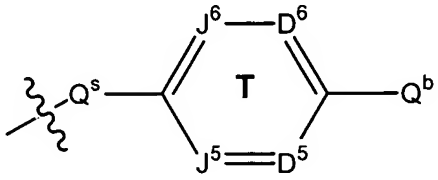
Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond;

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylsulfonamido,

amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

Y^0 is the formula



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

5. (currently amended): Compound of claim 4 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, $-CH_2CH_2CH_2-$, $-CH_2CH_2CH_2CH_2-$, butyl, 2-butenyl, 3-butenyl, 2-butynyl, sec-butyl, tert-butyl, isobutyl, 2-methylpropenyl, 2,2,2-trifluoroethyl, 3,3,3-trifluoropropyl, and 2,2-difluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 3 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, and R^{34};

R^{32}, R^{33}, and R^{34} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

A is selected from the group consisting of a bond, NH, and $N(CH_3)$;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, SCH_2, $N(H)CH_2$, and $N(CH_3)CH_2$;

Q is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the

point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond;

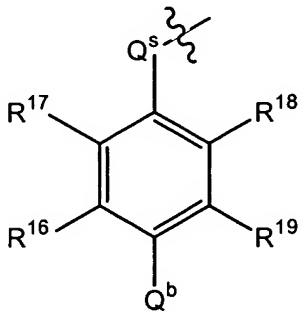
R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl,

N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, 3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy, 3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy, 2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy, 4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy, 2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy, 2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino, 1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl, 3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy,

3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy,
3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy,
2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl,
3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy,
3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy,
4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and
3-trifluoromethylthiophenoxy;

Y^0 is selected from the group consisting of: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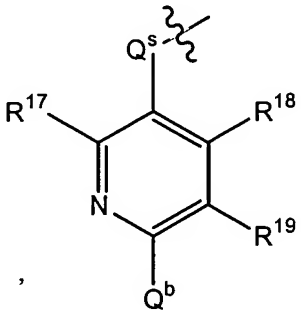
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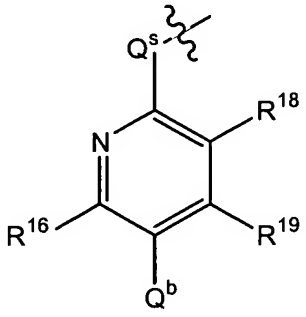
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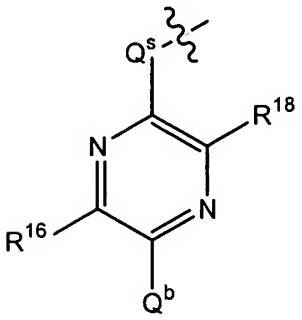
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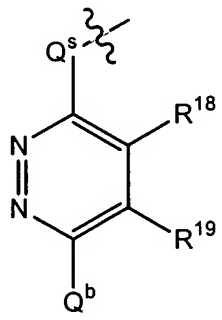
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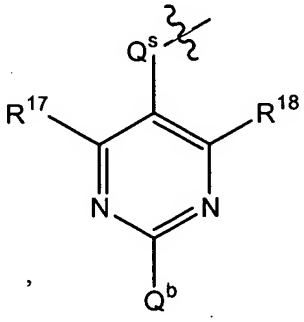
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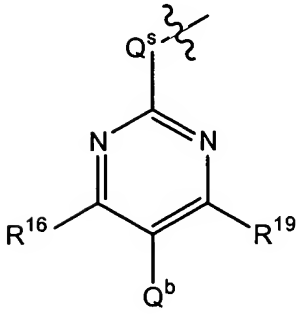
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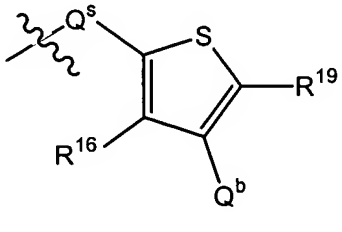
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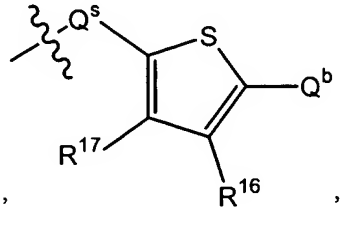
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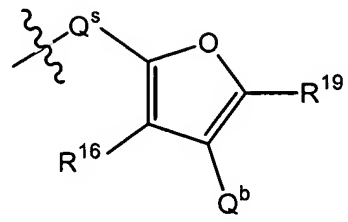
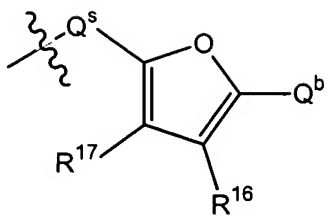
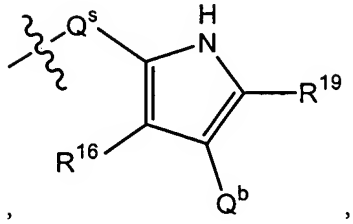
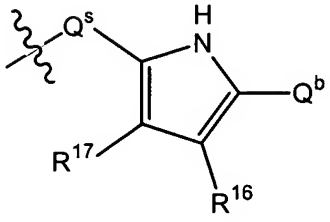
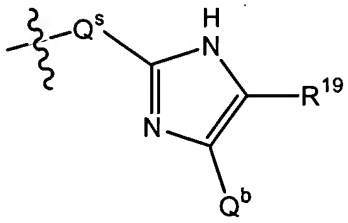
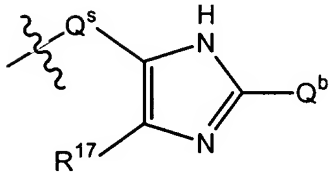
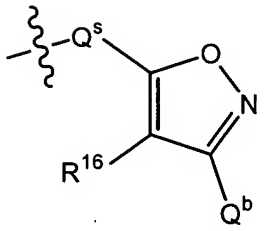
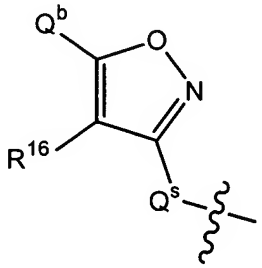
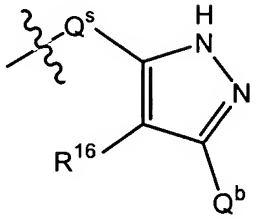
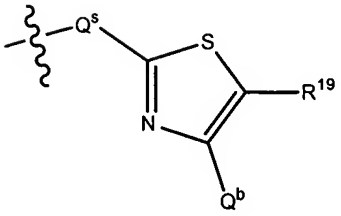
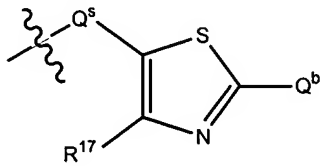












, and ;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio,

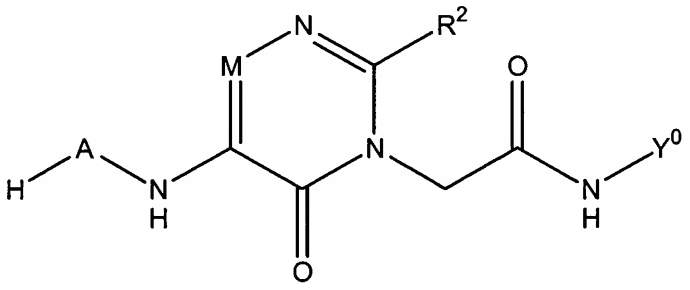
isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20}, R^{21}, R^{23}, and R^{24} can be hydroxy, when any two of the group consisting of R^{20}, R^{21}, R^{23}, and R^{24} are bonded to the same atom and with the further proviso that said Q^b group is bonded directly to a carbon atom;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

6. (currently amended): The compound as recited in claim 4 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

A is selected from the group consisting of $CH_2N(CH_3)$, $CH_2N(CH_2CH_3)$, $CH_2CH_2N(CH_3)$, and $CH_2CH_2N(CH_2CH_3)$;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, SCH_2, $N(H)CH_2$, and $N(CH_3)CH_2$;

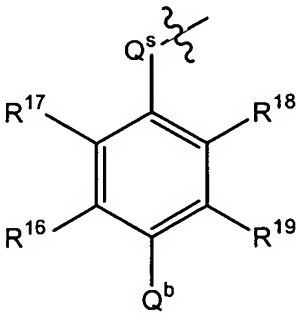
Q is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond;

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, 3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy, 3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy,

2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy, 4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy, 2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy, 2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino, 1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl, 3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy, 3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy, 3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy, 2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl, 3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy, 3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy, 4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and 3-trifluoromethylthiophenoxy;

Y^0 is selected from the group consisting of:



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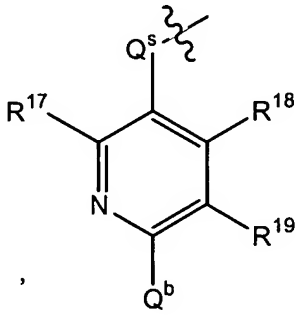

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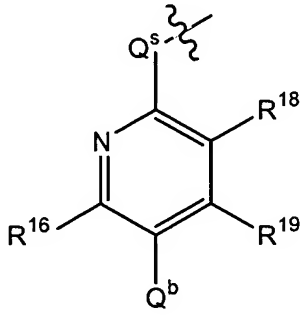

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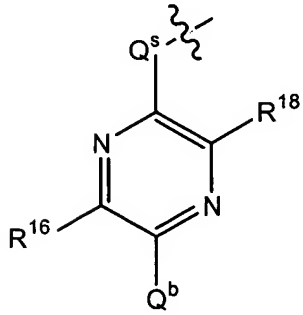

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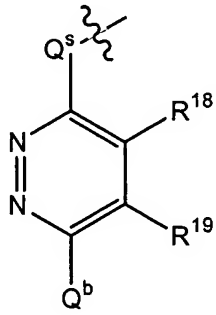

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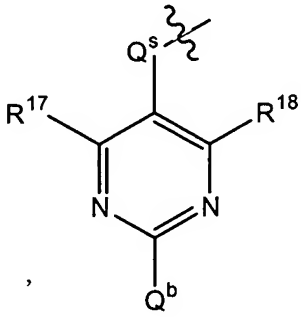

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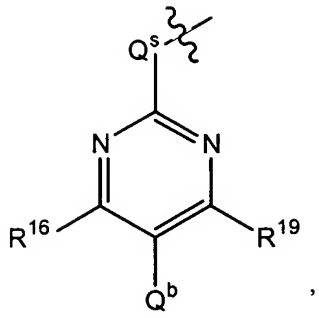
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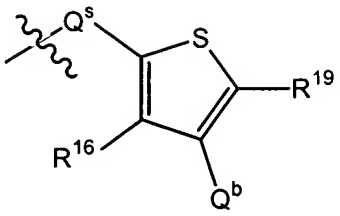
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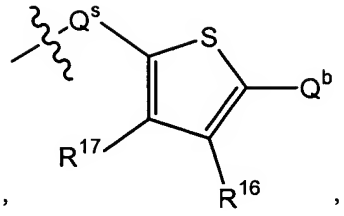
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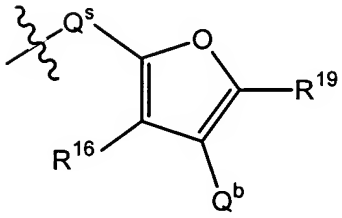
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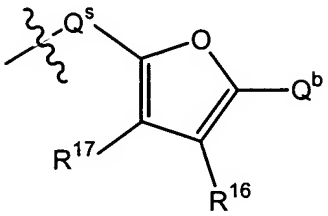
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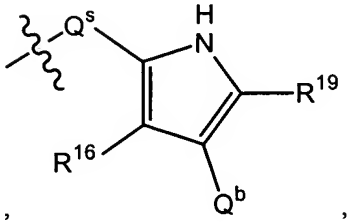
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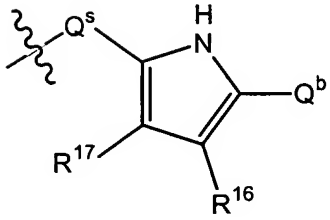
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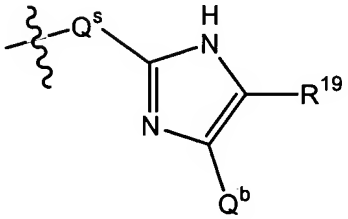
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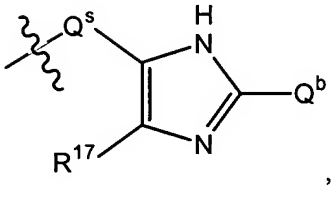
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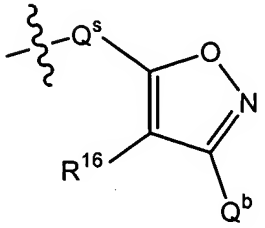
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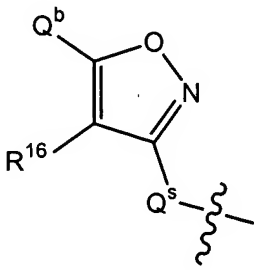
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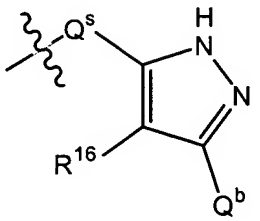
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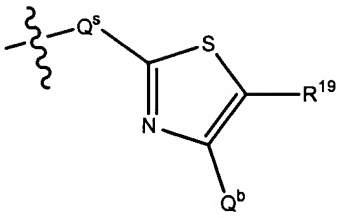

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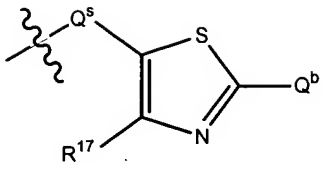


;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy. amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl,1-hydroxyethyl, 2-hydroxyethyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20}, R^{21}, R^{23}, and R^{24} can be hydroxy, when any two of the group consisting of R^{20}, R^{21}, R^{23}, and R^{24} are bonded to the same atom and with the further proviso that said Q^b group is bonded directly to a carbon atom;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

7. (currently amended): The compound as recited in claim 6 or a pharmaceutically acceptable salt thereof, wherein;

A is selected from the group consisting of $CH_2N(CH_3)$, $CH_2N(CH_2CH_3)$, $CH_2CH_2N(CH_3)$, and $CH_2CH_2N(CH_2CH_3)$;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

R^2 is Z^0-Q;

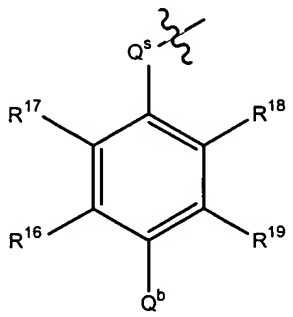
Z^0 is selected from the group consisting of a bond, O, S, NH, and $N(CH_3)$;

Q is selected from the group consisting of

3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl,
3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl,
3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl,
3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-benzylamidosulfonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,
3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,
-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl,
3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl,
3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,
2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,
2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl,
3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl,
3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl,

3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or a substituted phenyl when Z^0 is a bond;

Y^0 is selected from the group consisting of:



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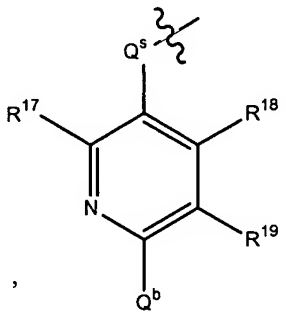

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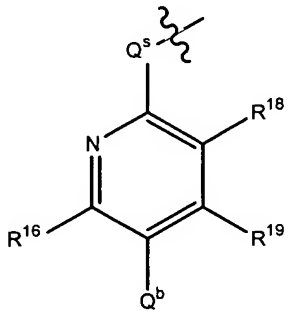

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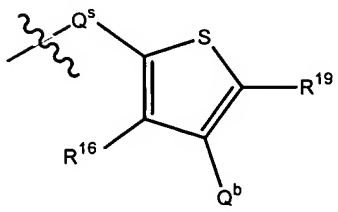

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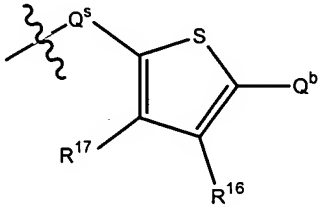


;

R^{16} and R^{19} are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

Q^b is $C(NR^{25})NR^{23}R^{24}$;

R^{23}, R^{24}, and R^{25} are independently hydrido or methyl; and

Q^s is CH_2.

8. (currently amended): A compound as recited in claim 7 or a pharmaceutically acceptable salt thereof where said compound is selected from the group consisting of:

2-[3-[2-[3-aminophenoxy]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-5-[N,N-dimethylhydrazino]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenoxy]-6-chloro-5-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenoxy]-6-chloro-5-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

[2-[4-[3-[3-aminophenoxy]-N-[[4-aminoiminomethylphenyl]methyl]- 6-[N,N-dimethylhydrazino]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;

2-[4-[3-[3-aminophenoxy]-6-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;

2-[4-[3-[3-aminophenoxy]-6-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;]

2-[3-[2-[3-amino-5-carboxyphenoxy]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-5-[N,N-dimethylhydrazino]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-amino-5-carboxyphenoxy]-6-chloro-5-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

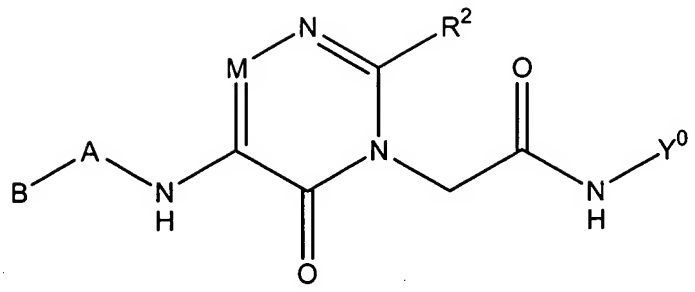
2-[3-[2-[3-amino-5-carboxyphenoxy]-6-chloro-5-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

[2-[4-[3-[3-amino-5-carboxyphenoxy]-N-[[4-aminoiminomethylphenyl]methyl]-6-[N,N-dimethylhydrazino]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;

2-[4-[3-[3-amino-5-carboxyphenoxy]-6-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide; and

2-[4-[3-[3-amino-5-carboxyphenoxy]-6-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenylmethyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide.]

9. (currently amended): The compound as recited in claim 2 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is a bond or $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W^7 is $(R^7)NC(O)$ or $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

R^2 is Z^0-Q;

Z^0 is a bond or W^0-$(CH(R^{42}))_p$ wherein p is 0 or 1 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$;

R^{41} and R^{42} are independently hydrido or alkyl;

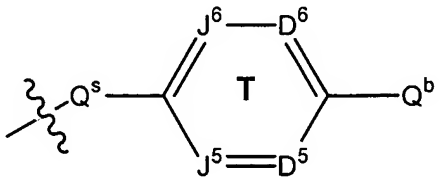
Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond;

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl,

arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

Y^0 is the formula



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{20}, R^{21}, R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

10. (currently amended): The compound as recited in claim 9 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl,

2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl heteroaryl rings, and 1,3,5-triazin-2-yl, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q^b;

A is selected from the group consisting of a bond, NH, $N(CH_3)$, N(OH), CH_2, CH_3CH, CF_3CH, NHC(O), $N(CH_3)C(O)$, C(O)NH, $C(O)N(CH_3)$, CH_2CH_2, $CH_2CH_2CH_2$, CH_3CHCH_2, and CF_3CHCH_2;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano,

methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, SCH_2, $N(H)CH_2$, and $N(CH_3)CH_2$;

Q is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond;

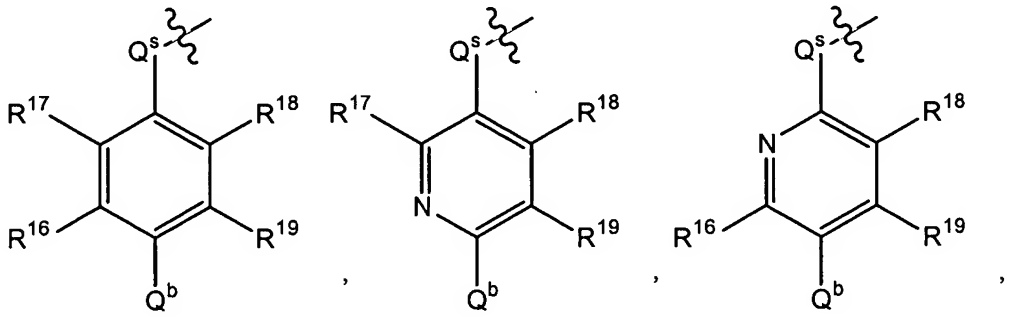
R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-

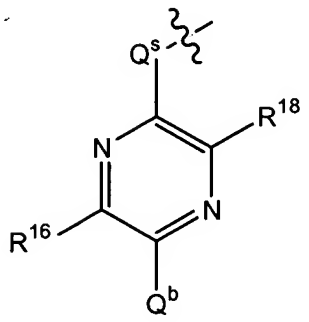
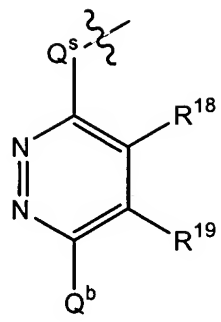
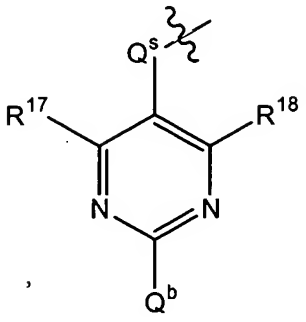
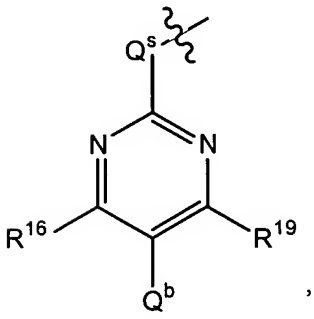
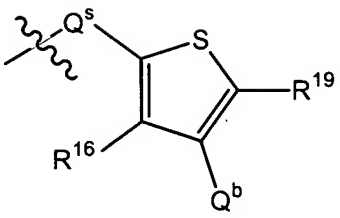
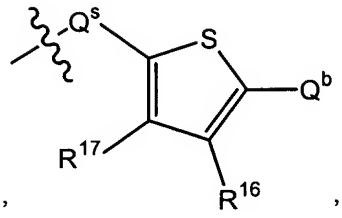
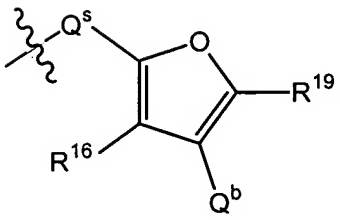
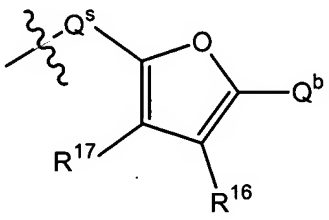
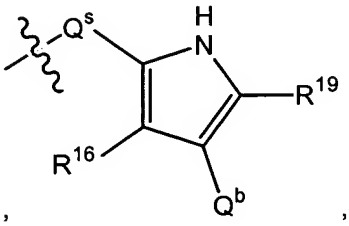
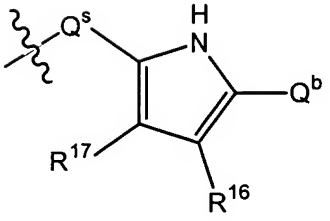
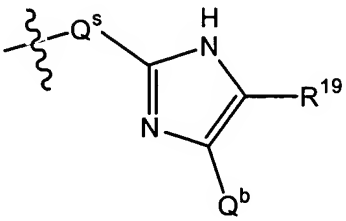
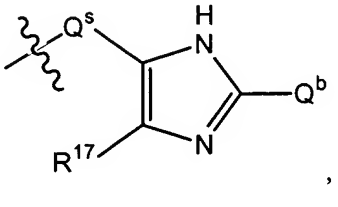
dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

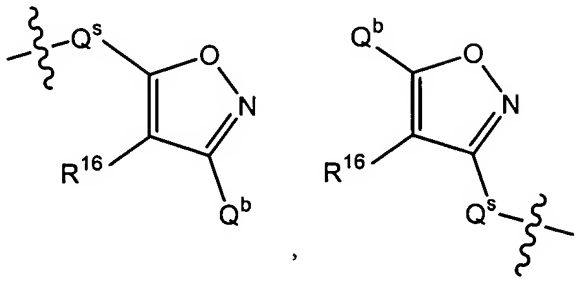
R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, 3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy,

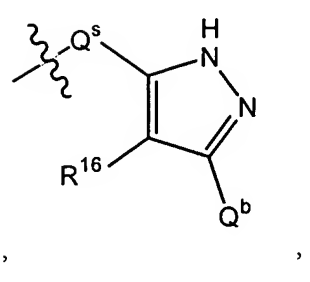
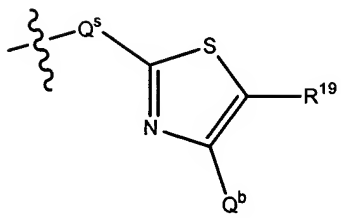
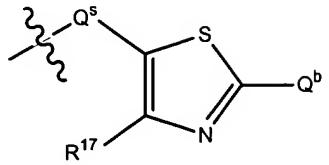
3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy, 2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy, 4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy, 2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy, 2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino, 1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl, 3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy, 3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy, 3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy, 2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl, 3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy, 3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy, 4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and 3-trifluoromethylthiophenoxy;

Y^0 is selected from the group consisting of:







, and

;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

Q^b is $C(NR^{25})NR^{23}R^{24}$ or hydrido, with the proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido, methyl, ethyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2 and CH_2CH_2.

11. (currently amended): The compound as recited in claim 10 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of 2-aminophenyl, 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-chlorophenyl, 4-chlorophenyl,

3,4-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 3,4-difluorophenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyaminophenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoromethylphenyl, 2-imidazoyl, 2-pyridyl, 3-pyridyl, 5-chloro-3-trifluoromethyl-2-pyridyl, 4-pyridyl, 2-thienyl, 3-thienyl, and 3-trifluoromethyl-2-pyridyl;

A is selected from the group consisting of CH_2, CH_3CH, CF_3CH, NHC(O), CH_2CH_2, and $CH_2CH_2CH_2$;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

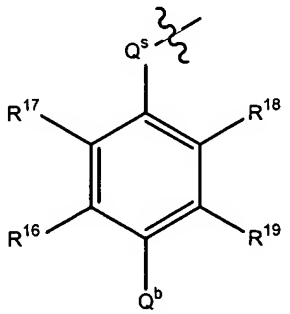
R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, and SCH_2;

Q is selected from the group consisting of 3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl, 3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl, 3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-benzylamidosulfonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, 3-amino-5-(N-ethylamidocarbonyl)phenyl, 3-amino-5-(N-isopropylamidocarbonyl)phenyl, 3-amino-5-(N-propylamidocarbonyl)phenyl, 3-amino-5-(N-isobutylamidocarbonyl)phenyl,

3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,
3-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl,
3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl,
3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,
2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,
2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl,
3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl,
3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl,
3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl,
2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl,
3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or substituted phenyl when Z^0 is a bond;

Y^0 is selected from the group consisting of:



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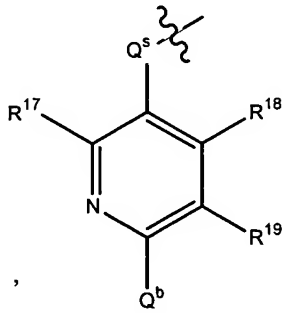

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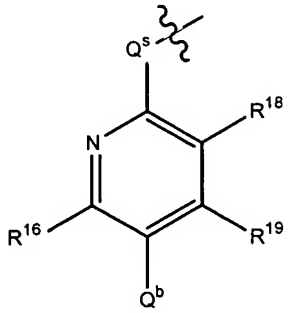

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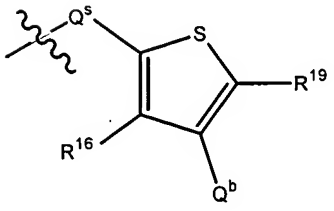
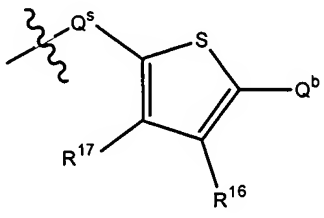


, and


;

R^{16} and R^{19} are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

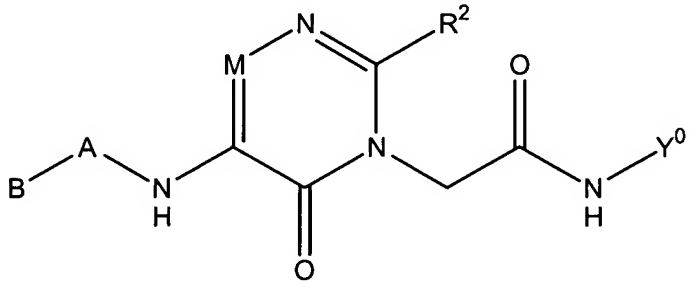
Q^b is $C(NR^{25})NR^{23}R^{24}$ or hydrido;

R^{23}, R^{24}, and R^{25} are independently hydrido or methyl; and

Q^s is CH_2.

Claims 12-16 (canceled).

17. (currently amended): The compound as recited in claim 2 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is a bond or $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W^7 is $(R^7)NC(O)$ or $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

R^2 is Z^0-Q;

Z^0 is a bond or W^0-$(CH(R^{42}))_p$ wherein p is 0 or 1 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$;

R^{41} and R^{42} are independently hydrido or alkyl;

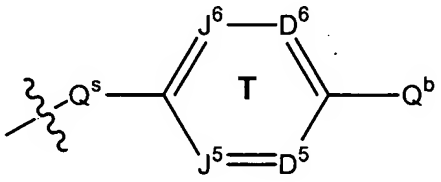
Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond;

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl,

cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

Y^0 is the formula



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

18. (currently amended): The compound as recited in claim 17 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propynyl, 2-propenyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butynyl, sec-butyl, tert-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butynyl, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butynyl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butynyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido,

trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q^b;

A is selected from the group consisting of a bond, NH, $N(CH_3)$, N(OH), CH_2, CH_3CH, CF_3CH, NHC(O), $N(CH_3)C(O)$, C(O)NH, $C(O)N(CH_3)$, CH_2CH_2, $CH_2CH_2CH_2$, CH_3CHCH_2, and CF_3CHCH_2;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, SCH_2, $N(H)CH_2$, and $N(CH_3)CH_2$;

Q is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a

second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond;

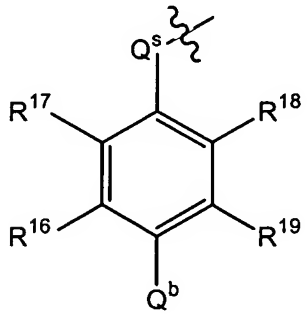
R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl,

N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, 3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy, 3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy, 2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy, 4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy, 2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy, 2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino, 1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl, 3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy, 3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy, 3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy, 2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl, 3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy,

3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy, 4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and 3-trifluoromethylthiophenoxy;

Y^0 is selected from the group consisting of: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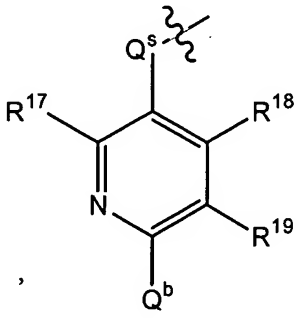
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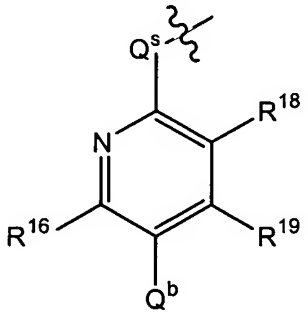
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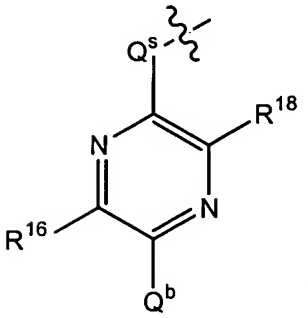
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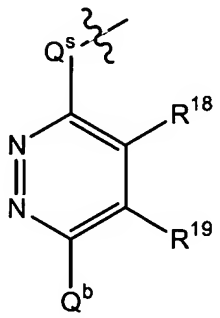
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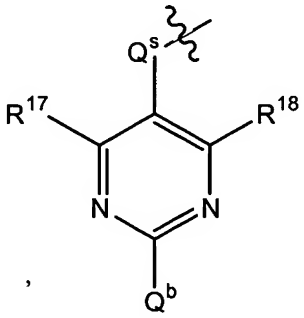
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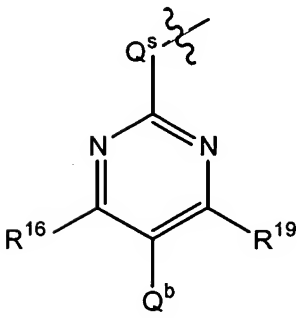
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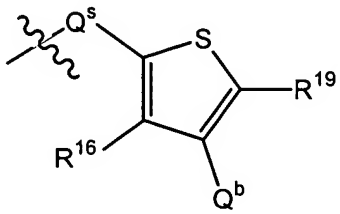
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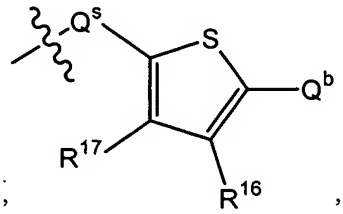
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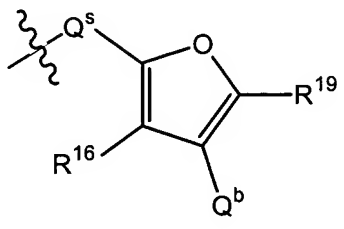
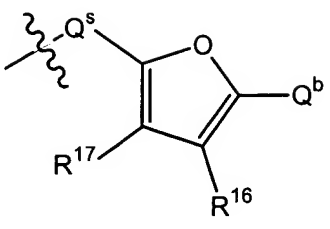
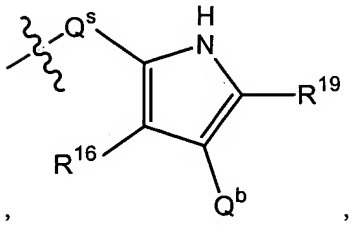
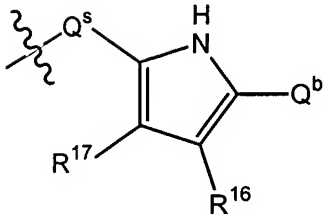
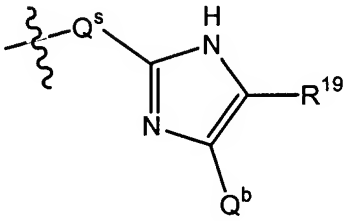
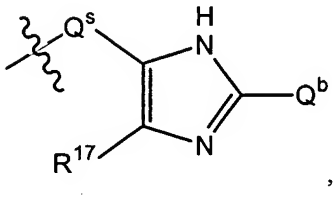
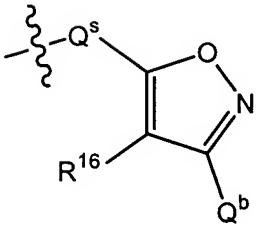
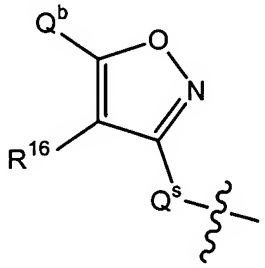
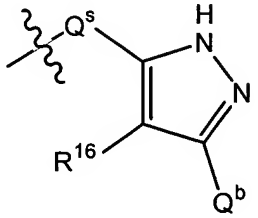
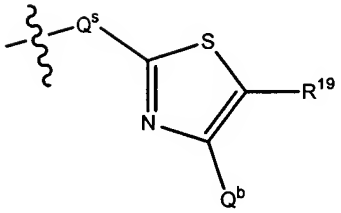
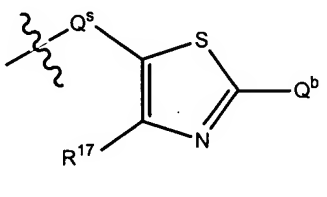












R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy,

ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino,
N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

19. (currently amended): The compound as recited in claim 18 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, tert-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of a bond, CH_2, NHC(O), CH_2CH_2, $CH_2CH_2CH_2$, and CH_3CHCH_2;

~~M is N or R^t-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

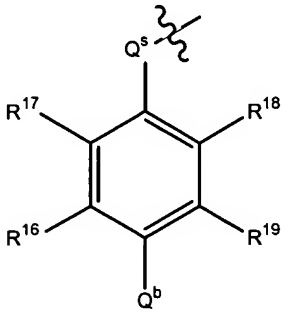
R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, and SCH_2;

Q is selected from the group consisting of 3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl, 3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl, 3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-benzylamidosulfonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, 3-amino-5-(N-ethylamidocarbonyl)phenyl, 3-amino-5-(N-isopropylamidocarbonyl)phenyl, 3-amino-5-(N-propylamidocarbonyl)phenyl, 3-amino-5-(N-isobutylamidocarbonyl)phenyl, 3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl, 3-amino-5-(N-cyclobutylamidocarbonyl)phenyl, 3-amino-5-(N-cyclopentylamidocarbonyl)phenyl, 3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl, 3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,

2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or substituted phenyl when Z^0 is a bond;

Y^0 is selected from the group consisting of:



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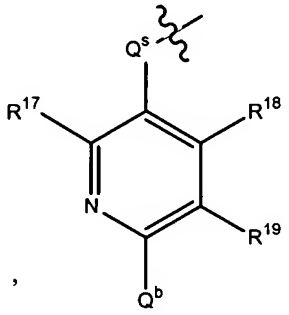

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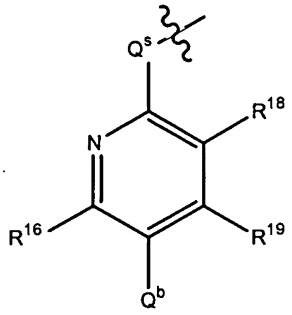

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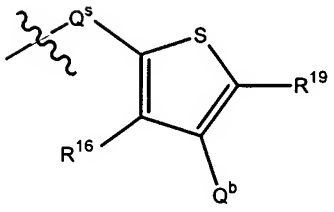

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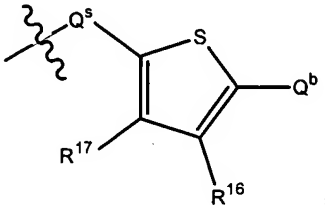

;

R^{16} and R^{19} are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

Q^b is hydrido or $C(NR^{25})NR^{23}R^{24}$;

R^{23}, R^{24}, and R^{25} are independently hydrido or methyl; and

Q^s is CH_2.

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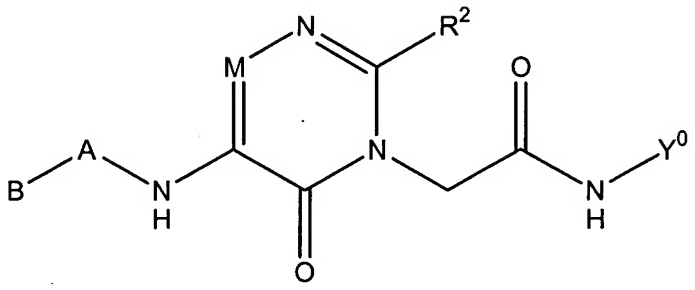
Claims 20-24 (canceled).

25. (currently amended): The compound as recited in claim 2 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of C3-C7 cycloalkyl and C4 saturated heterocyclyl, wherein (a) each ring carbon is optionally substituted with R^{33}, (b) a ring carbon, other than the ring carbon at the point of attachment, is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (e) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{10}, is optionally substituted by R^{11}, and (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the

carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{12}, is optionally substituted by R^{33};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

R^{33} and R^{34} independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is a bond or $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W^7 is $(R^7)NC(O)$ or $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

~~M is selected from the group consisting of N and R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

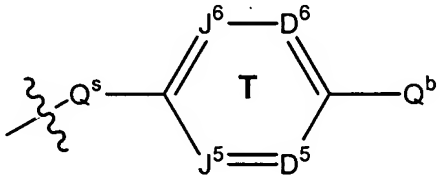
R^2 is Z^0-Q;

Z^0 is a bond or W^0-$(CH(R^{42}))_p$ wherein p is 0 or 1 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$;

R^{41} and R^{42} are independently hydrido or alkyl;

Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond;

Y^0 is the formula



wherein J^5, J^6, D^5, D^6 and the ring carbon atoms to which they are attached define a phenyl or 5- or 6-membered heteroaryl ring, T, wherein one of J^5 and J^6 is absent when T is a 5-membered heteroaryl ring, J^5 is optionally substituted by R^{17} when J^5 is a carbon atom, J^6 is optionally substituted by R^{18} when J^6 is a carbon atom, D^5 is optionally substituted by R^{16} when D^5 is a carbon atom and D^6 is optionally substituted by R^{19} when D^6 is a carbon atom;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is hydroxy and with the further proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{20}, R^{21}, R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido, alkyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2, and CH_2CH_2.

26. (currently amended): The compound as recited in claim 25 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of cyclopropyl, cyclobutyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, thiaetan-3-yl, cyclopentyl, cyclohexyl, norbornyl, 7-oxabicyclo[2.2.1]heptan-2-yl, bicyclo[3.1.0]hexan-6-yl, cycloheptyl, 2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 4H-2-pyranyl, 4H-3-pyranyl, 4H-4-pyranyl, 4H-pyran-4-one-2-yl, 4H-pyran-4-one-3-yl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein (a) each ring carbon is optionally substituted with R^{33}, (b) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (c) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (d) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, and (e) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethycyclohexylmethoxy, cyclopentoxy, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl,

4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, ,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy, 3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy, 2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy, 4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy, 2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy, 2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino, 1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl, 3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy, 3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy, 3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy, 2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl, 3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy, 3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy, 4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and 3-trifluoromethylthiophenoxy;

R^{33} and R^{34} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-

methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q^b;

A is selected from the group consisting of a bond, NH, $N(CH_3)$, N(OH), CH_2, CH_3CH, CF_3CH, NHC(O), $N(CH_3)C(O)$, C(O)NH, $C(O)N(CH_3)$, CH_2CH_2, $CH_2CH_2CH_2$, CH_3CHCH_2, and CF_3CHCH_2;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

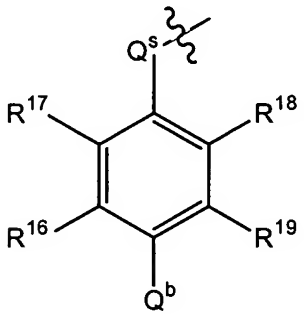
R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, SCH_2, $N(H)CH_2$, and $N(CH_3)CH_2$;

Q is selected from the group consisting of phenyl and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a

second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond;

Y^0 is selected from the group consisting of: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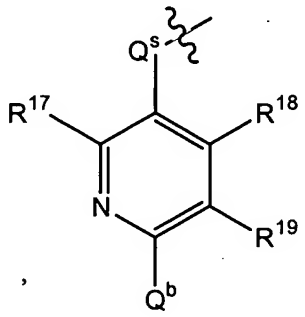
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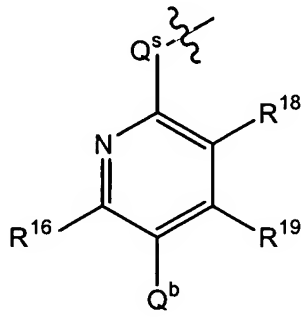
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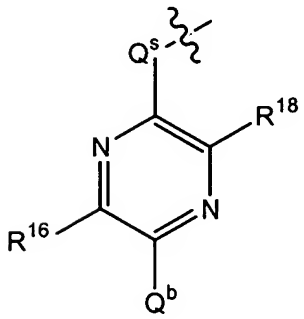
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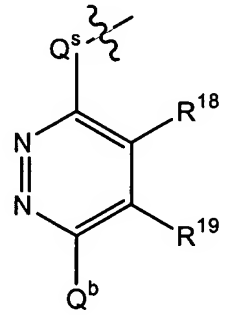
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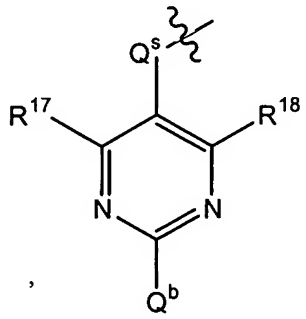
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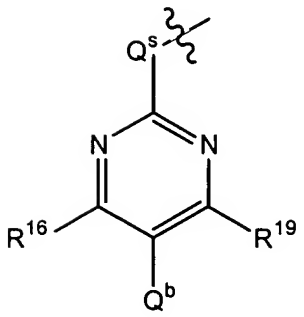
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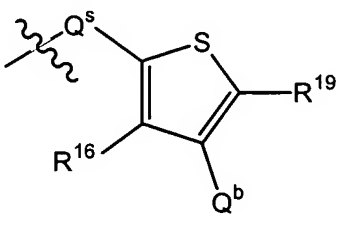
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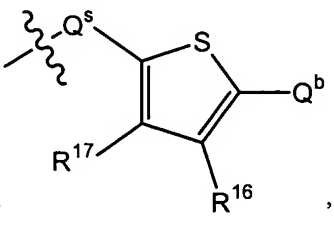
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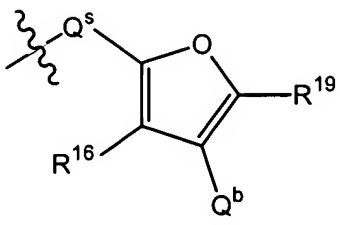
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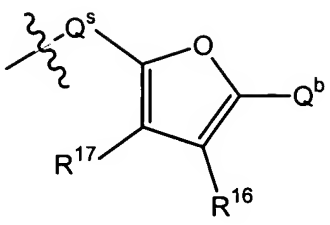
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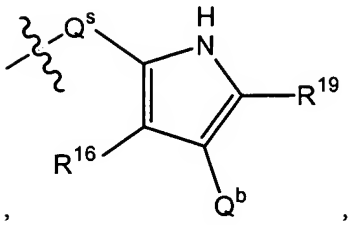
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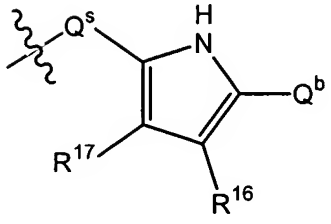
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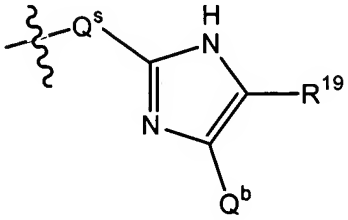
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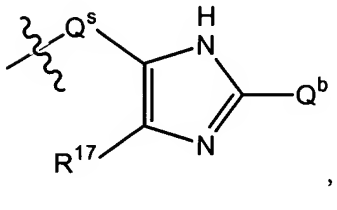
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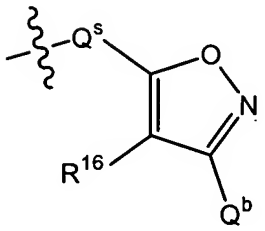
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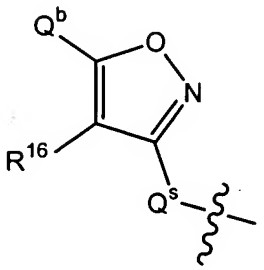
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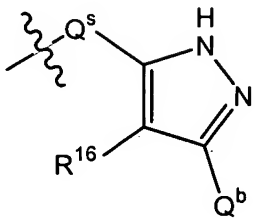
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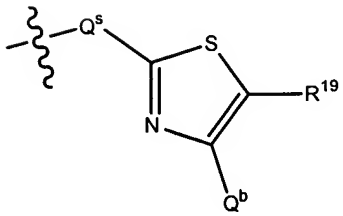
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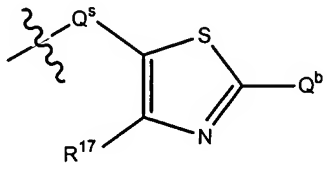
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R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano;

Q^b is $C(NR^{25})NR^{23}R^{24}$ or hydrido, with the proviso that no more than one of R^{23} and R^{24} is hydroxy;

R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido, methyl, ethyl, and hydroxy; and

Q^s is selected from the group consisting of a bond, CH_2 and CH_2CH_2.

27. (currently amended): The compound as recited in claim 26 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, 1-pyrrolidinyl, 1-piperidinyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, 7-oxabicyclo[2.2.1]heptan-2-yl, bicyclo[3.1.0]hexan-6-yl, 2-morpholinyl, 3-morpholinyl, 4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 4H-2-pyranyl, 4H-3-pyranyl, 4H-4-pyranyl, 4H-pyran-4-one-2-yl, 4H-pyran-4-one-3-yl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl;

A is selected from the group consisting of a bond, CH_2, NHC(O), CH_2CH_2, and $CH_2CH_2CH_2$;

~~M is selected from the group consisting of N and R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

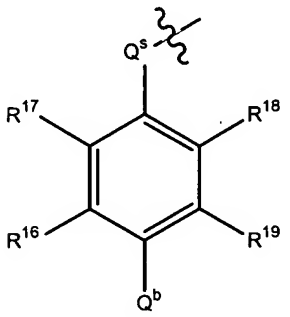
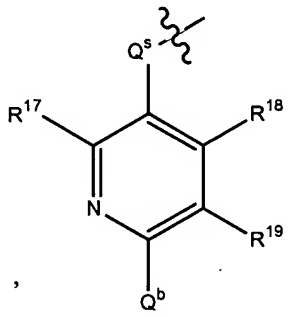
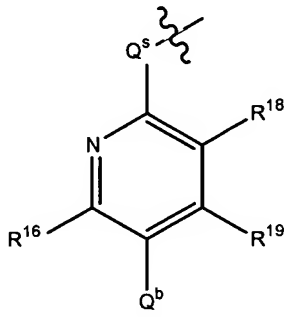
R^2 is Z^0-Q;

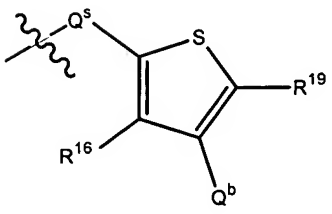
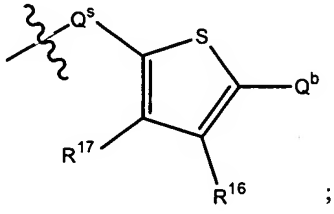
Z^0 is selected from the group consisting of a bond, O, S, NH, $N(CH_3)$, OCH_2, and SCH_2;

Q is selected from the group consisting of 3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl, 3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl, 3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-benzylamidosulfonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, 3-amino-5-(N-ethylamidocarbonyl)phenyl, 3-amino-5-(N-isopropylamidocarbonyl)phenyl, 3-amino-5-(N-propylamidocarbonyl)phenyl, 3-amino-5-(N-isobutylamidocarbonyl)phenyl, 3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl, 3-amino-5-(N-cyclobutylamidocarbonyl)phenyl, 3-amino-5-(N-cyclopentylamidocarbonyl)phenyl, 3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl, 3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,

2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or substituted phenyl when Z^0 is a bond;

Y^0 is selected from the group consisting of:


,

,

,


, and

;

R^{16} and R^{19} are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

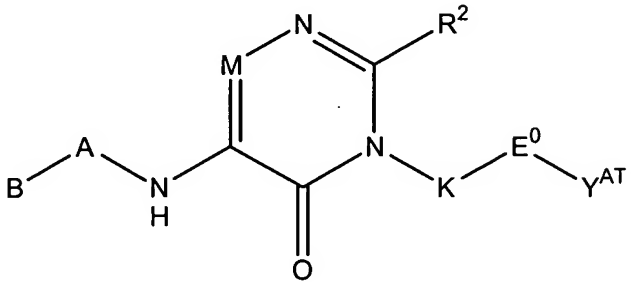
Q^b is $C(NR^{25})NR^{23}R^{24}$ or hydrido;

R^{23}, R^{24}, and R^{25} are independently hydrido or methyl; and

Q^s is CH_2.

Claims 28-32 (canceled).

33. (currently amended): Compound of claim 2 of the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34};

(ii) hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36}; and

(iii) a C3-C12 cycloalkyl or a C4-C9 saturated heterocyclyl, wherein (a) each ring carbon may be optionally substituted with R_{33}, (b) a ring carbon, other than the ring carbon at the point of attachment of B to A, may be optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (e) a ring carbon or nitrogen atom, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{10}, is optionally substituted by R^{11}, (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{12}, is optionally substituted by R^{33}, and (i) a ring carbon or nitrogen, if present, in a delta position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{11} and R^{33}, respectively, is optionally substituted by R^{34};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, hydroxy, amino, alkoxyamino, haloalkanoyl, nitro, alkylamino, alkylthio, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyalkyl, alkylamino, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

R^9, R^{10}, R^{11}, R^{12}, and R^{13} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl,

haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy,heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkylamino, N-alkyl-N-arylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylthio, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfamido, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, amidosulfonyl, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

A is a bond or $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and W^7 is selected from the group consisting of O, S, C(O), $(R^7)NC(O)$, $(R^7)NC(S)$, and $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of:

(i) a bond, W^0-$(CH(R^{42}))_p$ wherein p is an integer selected from 0 through 3 and W^0 is selected from the group consisting of O, S, and $N(R^{41})$, and $(CH(R^{41}))_g$-O wherein g is an integer selected from 1 through 3, with the proviso that Z^0 is directly bonded to the pyrimidinone ring; and

(ii) W^{22}-$(CH(R^{42}))_h$ wherein h is 0 or 1 and W^{22} is selected from the group consisting of1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl,

2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, wherein Z^0 is directly bonded to the pyrimidinone ring and W^{22} is optionally substituted with one or more substituents selected from the group consisting of R^9, R^{10}, R^{11}, R^{12}, and R^{13};

R^{41} and R^{42} are independently selected from the group consisting of hydrido, hydroxy, and amino;

Q is selected from the group consisting of:

(i) phenyl or a heteroaryl of 5 or 6 ring members, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond; and

(ii) hydrido with the proviso that Z^0 is selected from other than a bond;

K is CHR^{4a} wherein R^{4a} is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is selected from the group consisting of a bond, C(O)N(H), (H)NC(O), $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

Y^{AT} is Q^b-Q^s;

Q^s is $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 4, R^{37} is selected from the group consisting of hydrido, alkyl, and haloalkyl, and R^{38} is

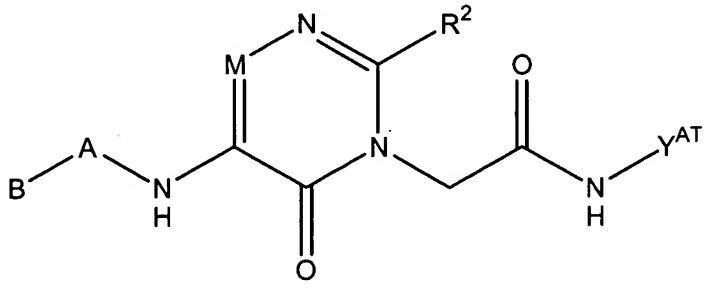
selected from the group consisting of hydrido, alkyl, haloalkyl, aroyl, and heteroaroyl with the proviso that there is at least one aroyl or heteroaroyl substituent, with the further proviso that no more than one aroyl or heteroaroyl is bonded to $(CR^{37}R^{38})_b$ at the same time, with the still further proviso that said aroyl and said heteroaroyl are optionally substituted with one or more substituents selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19}, with another further proviso that said aroyl and said heteroaroyl are bonded to the $CR^{37}R^{38}$ that is directly bonded to E^0, with still another further proviso that no more than one alkyl or one haloalkyl is bonded to a $CR^{37}R^{38}$, and with the additional proviso that said alkyl and haloalkyl are bonded to a carbon other than the one bonding said aroyl or said heteroaroyl;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the proviso that no more than one of R^{20} and R^{21} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino and with the further proviso that no more than one of R^{23} and R^{24} is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino; and

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino.

34. (currently amended): The compound as recited in claim 33 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) phenyl [[,]] and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, and 5-isoxazolyl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{32}, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{36}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{32}, is optionally substituted by R^{33}, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{36}, is optionally substituted by R^{35}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{33} and R^{35}, respectively, is optionally substituted by R^{34};

(ii) hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butynyl, sec-butyl, tert-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to 5 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36}; and

(iii) cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, bicyclo[3.1.0]hexan-6-yl, 2-morpholinyl, 3-morpholinyl,4-morpholinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-dioxanyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, 2-tetrahydrothienyl, and 3-tetrahydrothienyl, wherein (a) each ring carbon is optionally substituted with R^{33}, (b) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{9}, (c) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (d) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{9}, is optionally substituted by R^{10}, and (e) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methoxyamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and Q^{b};

R^{9}, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl,

N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidosulfonyl, N-(2-chlorobenzyl)amidosulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, methoxyamino, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, methanesulfonamido, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

A is selected from the group consisting of a bond, NH, $N(CH_3)$, CH_2, CH_3CH, CH_2CH_2, and $CH_2CH_2CH_2$;

~~M is N or R^+-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, OCH_2, SCH_2, and $N(H)CH_2$;

Q is selected from the group consisting of phenyl and 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl heteroaryl rings, wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon, in a

second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11}, with the proviso that Q is other than a phenyl when Z^0 is a bond;

Y^{AT} is Q^b-Q^s;

Q^s is selected from the group consisting of: $C[R^{37}(\text{benzoyl})(CR^{37}R^{38})_b]$, $C[R^{37}(\text{2-pyridylcarbonyl})(CR^{37}R^{38})_b]$, $C[R^{37}(\text{3-pyridylcarbonyl})(CR^{37}R^{38})_b]$, $C[R^{37}(\text{4-pyridylcarbonyl})(CR^{37}R^{38})_b]$, $C[R^{37}(\text{2-thienylcarbonyl})(CR^{37}R^{38})_b]$, $C[R^{37}(\text{3-thienylcarbonyl})(CR^{37}R^{38})_b]$, $C[R^{37}(\text{2-thiazolylcarbonyl})(CR^{37}R^{38})_b]$, $C[R^{37}(\text{4-thiazolylcarbonyl})(CR^{37}R^{38})_b]$, and $C[R^{37}(\text{5-thiazolylcarbonyl})((CR^{37}R^{38})_b]$, wherein b is an integer selected from 1 through 3, R^{37} and R^{38} are independently selected from the group consisting of hydrido, alkyl, and haloalkyl, with the proviso that said benzoyl and the heteroaroyls are optionally substituted with one or more substituents selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19} with the proviso that R^{17} and R^{18} are optionally substituted at a carbon selected from other than the meta and para carbons relative to the carbonyl of the benzoyl or heteroaroyl, with the further proviso that said benzoyl or said heteroaroyl are bonded to the carbon directly bonded to amide nitrogen of the 1-(amidocarbonymethylene) group, and with the still further proviso that is no more than one alkyl or one haloalkyl is bonded to a $CR^{37}R^{38}$;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl,

2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, hydroxymethyl, carboxy, and cyano;

Q^b is $C(NR^{25})NR^{23}R^{24}$ or $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$; and

R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, and ethyl.

35. (currently amended): The compound as recited in claim 34 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) 2-aminophenyl, 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 3,4-difluorophenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyaminophenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoromethylphenyl, 2-imidazoyl, 2-pyridyl, 3-pyridyl, 5-chloro-3-trifluoromethyl-2-pyridyl, 4-pyridyl, 2-thienyl, 3-thienyl, and 3-trifluoromethyl-2-pyridyl;

(ii) hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, tert-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl; and

(iii) cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, 1-pyrrolidinyl and 1-piperidinyl;

A is selected from the group consisting of a bond, CH_2, CH_3CH, CH_2CH_2, and $CH_2CH_2CH_2$;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, cyano, methyl, trifluoromethyl, fluoro, and chloro;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a bond, O, S, NH, and OCH_2;

Q is selected from the group consisting of
3-amidocarbonyl-5-aminophenyl, 3-amidocarbonyl-5-aminophenyl,
3-amino-5-(N-benzylamidocarbonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,
3-amino-5-(N-benzylamidosulfonyl)phenyl,
3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,
3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,
3-aminophenyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl,
3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl,
3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,
2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl,
3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl,

3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or a substituted phenyl when Z^0 is a bond;

Y^{AT} is Q^b-Q^s;

Q^s is selected from the group consisting of: [CH(benzoyl)]$(CH_2)_b$, [CH(2-pyridylcarbonyl)]$(CH_2)_b$, [CH(3-pyridylcarbonyl)]$(CH_2)_b$, [CH(4-pyridylcarbonyl)]$(CH_2)_b$, [CH(2-thienylcarbonyl)]$(CH_2)_b$,[CH(3-thienylcarbonyl)]$(CH_2)_b$, [CH(2-thiazolylcarbonyl)]$(CH_2)_b$, [CH(4-thiazolylcarbonyl)]$(CH_2)_b$, and [CH(5-thiazolylcarbonyl)]$(CH_2)_b$, wherein b is an integer selected from 1 through 3, with the proviso that said benzoyl and said heteroaroyls are optionally substituted with one or more substituents selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19} with the proviso that R^{17} and R^{18} are optionally substituted at a carbon selected from other than the meta and para carbons relative to the carbonyl of the benzoyl or the heteroaroyl, and that said benzoyl or said heteroaroyl are bonded to the carbon directly bonded to amide nitrogen of the 1-(amidocarbonymethylene) group;

R^{16} and R^{19} are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano; Q^b is $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$; and

R^{23}, R^{24}, R^{25}, and R^{26} are independently hydrido or methyl.

36. (currently amended): The compound as recited in claim 35 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of:

(i) 3-aminophenyl, 3-amidinophenyl, 4-amidinophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-fluorophenyl, 4-methylphenyl, phenyl, 2-imidazoyl, 3-pyridyl, 4-pyridyl, and 3-trifluoromethyl-2-pyridyl;

(ii) hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, tert-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl; and

(iii) cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, oxalan-2-yl, 2-(2R)-bicyclo[2.2.1]-heptyl, oxetan-3-yl, azetidin-1-yl, azetidin-2-yl, azetidin-3-yl, and 1-piperidinyl;

A is selected from the group consisting of a bond, CH_2, CH_2CH_2 and $CH_2CH_2CH_2$;

~~M is N or R^1-C;~~

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

R^2 is Z^0-Q;

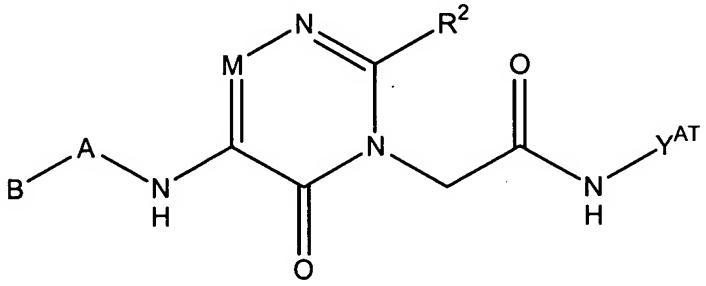
Z^0 is selected from the group consisting of a bond, O, S, and NH;

Q is selected from the group consisting of 3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-benzylamidosulfonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl,

3-amino-5-(N-ethylamidocarbonyl)phenyl,
3-amino-5-(N-isopropylamidocarbonyl)phenyl,
3-amino-5-(N-propylamidocarbonyl)phenyl,
3-amino-5-(N-isobutylamidocarbonyl)phenyl,
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 3-aminophenyl,
3-carboxy-5-aminophenyl, 3-chlorophenyl, 3,5-diaminophenyl,
3-dimethylaminophenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl,
3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, phenyl,
3-trifluoroacetamidophenyl, 3-bromo-2-thienyl, 2-thienyl, and 3-thienyl, with the proviso that Q is other than a phenyl or a substituted phenyl when Z^0 is a bond; and

Y^{AT} is selected from the group consisting of 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(4-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(5-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(4-amino-2-thiazolyl)-2-pentyl, and 5-guanidino-1-oxo-1-phenyl-2-pentyl.

37. (currently amended): A compound as recited in claim 33 where said compound is selected from the group of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

R^2 is 3-aminophenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH.

R^2 is 3-aminophenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diaminophenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-aminophenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diamino-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-amino-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diamino-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-amino-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is isopropyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3,5-diamino-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-carboxy-5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH; **or**

R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is cyclobutyl, A is single bond, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH**[[;]]**.

~~R^2 is 3-aminophenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3,5-diaminophenoxy, B is phenyl, A is CH_2CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-carboxy-5-aminophenoxy, B is phenyl, A is CH_2CH_2, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is phenyl, A is CH_2CH_2, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3,5-diaminophenoxy, B is isopropyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-carboxy-5-aminophenoxy, B is isopropyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is isopropyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3,5-diaminophenoxy, B is cyclobutyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-carboxy-5-aminophenoxy, B is cyclobutyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenoxy, B is cyclobutyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N.~~

~~R^2 is 3-aminophenylthio, B is phenyl, A is CH_2CH_2, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3,5-diaminophenylthio, B is phenyl, A is CH_2CH_2, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-carboxy-5-aminophenylthio, B is phenyl, A is CH_2CH_2, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is phenyl, A is CH_2CH_2, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3,5-diaminophenylthio, B is isopropyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-carboxy-5-aminophenylthio, B is isopropyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is isopropyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3,5-diaminophenylthio, B is cyclobutyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-carboxy-5-aminophenylthio, B is cyclobutyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenylthio, B is cyclobutyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-amino-2-thienyl, B is phenyl, A is CH_2CH_2, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3,5-diamino-2-thienyl, B is phenyl, A is CH_2CH_2, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-carboxy-5-amino-2-thienyl, B is phenyl, A is CH_2CH_2, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is phenyl, A is CH_2CH_2, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3,5-diamino-2-thienyl, B is isopropyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-carboxy-5-amino-2-thienyl, B is isopropyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is isopropyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3,5-diamino-2-thienyl, B is cyclobutyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N;~~

~~R^2 is 3-carboxy-5-amino-2-thienyl, B is cyclobutyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N; or~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is cyclobutyl, A is single bond, $Y^{A\bar{T}}$ is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N.~~

38. (previously presented): A composition for inhibiting thrombotic conditions in blood comprising a compound of claims 8 or 37 and a pharmaceutically acceptable carrier.

39. (previously presented): A composition for inhibiting thrombotic conditions in blood comprising a compound of any one of claims 1, 9, 17, 25, or 33 and a pharmaceutically acceptable carrier.

40. (previously presented): A method for inhibiting thrombotic conditions in blood comprising adding to blood a therapeutically effective amount of a composition of claim 38.

41. (previously presented): A method for inhibiting formation of blood platelet aggregates in blood comprising adding to blood a therapeutically effective amount of a composition of claim 38.

42. (previously presented): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a composition of claim 38.

43. (previously presented): A method for treating or preventing venuous thromboembolism and pulmonary embolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of claim 38.

44. (previously presented): A method for treating or preventing deep vein thrombosis in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of claim 38.

45. (previously presented): A method for treating or preventing cardiogenic thromboembolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of claim 38.

46. (previously presented): A method for treating or preventing thromboembolic stroke in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of claim 38.

47. (previously presented): A method for treating or preventing thrombosis associated with cancer and cancer chemotherapy in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of claim 38.

48. (currently amended): A method for treating or preventing unstable angina in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of ~~any one of~~ claim 38.

49. (previously presented): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a compound of any one of claims 1, 9, 17, 25, or 33 with a therapeutically effective amount of fibrinogen receptor antagonist.

Claim 50 (canceled).

51. (currently amended): A method of treating or preventing a TF VIIA-mediated disorder in a subject by administering a therapeutically effective amount of a compound or a pharmaceutically acceptable salt thereof, said compound selected from the group consisting of:

2-[3-[2-[3-aminophenyl]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-5-[N,N-dimethylhydrazino]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenyl]-6-chloro-5-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenyl]-6-chloro-5-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

2-[3-[2-[3-aminophenyl]-5-[N-(azetidin-1-yl)amino]-6-chloro-N-[[4-aminoiminomethylphenyl]methyl]-4-oxo-1(4H)-pyrimidinyl]]acetamide;

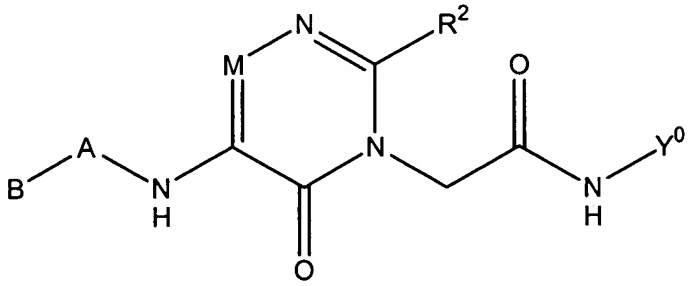
[2-[4-[3-[3-aminophenyl]-N-[[4-aminoiminomethylphenyl]methyl]- 6-[N,N-dimethylhydrazino]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;

2-[4-[3-[3-aminophenyl]-6-[N-ethyl-N-methylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide;

2-[4-[3-[3-aminophenyl]-6-[N,N-diethylhydrazino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide; and

2-[4-[3-[3-aminophenyl]-6-[N-(azetidin-1-yl)amino]-N-[[4-aminoiminomethylphenyl]methyl]-5-oxo-1(5H)-1,2,4-triazinyl]]acetamide.]

52. (currently amended): A method of treating or preventing a TF VIIA-mediated disorder in a subject by administering a therapeutically effective amount of a compound or a pharmaceutically acceptable salt thereof, said compound of the formula:



wherein:

R^2 is 3-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-dimethylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 2-methylphenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is 3-aminophenyl, A is C(O)NH, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is 3-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-(N-methylamino)phenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-methylsulfonamidophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is 4-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-methylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-methylphenyl, B is 4-phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-dimethylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 2-methylphenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is phenyl, B is 3-aminophenyl, A is C(O)NH, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is phenyl, B is 3-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-(N-methylamino)phenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-methylsulfonamidophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is phenyl, B is 4-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-methylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is phenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-methylphenyl, B is 4-phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-dimethylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 2-methylphenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 3-aminophenyl, A is C(O)NH, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 3-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-(N-methylamino)phenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-methylsulfonamidophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is 4-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-methylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-methylphenyl, B is 4-phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

~~R^2 is 3-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-dimethylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 2-methylphenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is phenyl, B is 3-aminophenyl, A is C(O)NH, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is phenyl, B is 3-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-(N-methylamino)phenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-methylsulfonamidophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is phenyl, B is 4-amidinophenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-methylaminophenyl, B is phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is phenyl, B is phenyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-methylphenyl, B is 4-phenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

R^2 is 3-amidocarbonyl-5-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

~~R^2 is 3-amidocarbonyl-5-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3,5-diaminophenoxy, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

R^2 is 3-amino-5-carboxy-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is (S)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is ethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is ethyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propenyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is (R)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propynyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 3-pentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is hydrido, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is ethyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-methypropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propyl, A is CH_3CH, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is propyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is tert-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is tert-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-methylpropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-methoxy-2-ethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 5-amidino-2-thienylmethyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CH;

R^2 is 3-carboxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CH;

~~R^2 is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is (S) 2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is ethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is ethyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 2-propenyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is (R) 2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 2-propynyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 3-pentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is hydrido, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is ethyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 2-methypropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 2-propyl, A is CH_3CH, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is propyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is tert-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is tert-butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 2-methylpropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is butyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 2-methoxy-2-ethyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 5-amidino-2-thienylmethyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is N;~~

~~R^2 is 3-carboxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

R^2 is 3-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CH;

~~R^2 is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3,5-diaminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-carboxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

R^2 is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3,5-diaminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-carboxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-carbomethoxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3,5-diaminophenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-carboxyphenyl, B is 2-propyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-aminophenyl, B is cycylopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclopropyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CH;

R^2 is 3-aminophenyl, B is cyclohexyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 2-hydroxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

~~R^2 is 3-aminophenyl, B is cycylopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is cyclopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is cyclopropyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is N;~~

~~R^2 is 3-aminophenyl, B is cyclohexyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 2-hydroxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

R^2 is 3-aminophenyl, B is cyclopropyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidino-3-fluorobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 5-amino-2-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclopropyl, A is CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is 2-(2R)-bicyclo[2.2.1]-heptyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclopentyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, and M is CF;

R^2 is 3-aminophenyl, B is cyclohexyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 2-hydroxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 3-thienyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

R^2 is 2,6-dichlorophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CF;

~~R^2 is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3,5-diaminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

~~R^2 is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is N;~~

R^2 is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3,5-diaminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CH;

R^2 is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

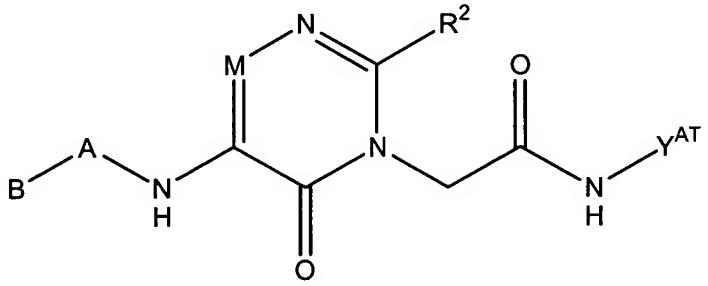
R^2 is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl;

R^2 is 3,5-diaminophenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl; or

R^2 is 3-amino-5-carboxyphenyl, B is cyclobutyl, A is single bond, Y^0 is 4-amidinobenzyl, and M is CCl.

53. (currently amended): A method of treating or preventing a TF VIIA-mediated disorder in a subject by administering a therapeutically effective amount of a compound or a pharmaceutically acceptable salt thereof, said compound of the formula:



wherein;

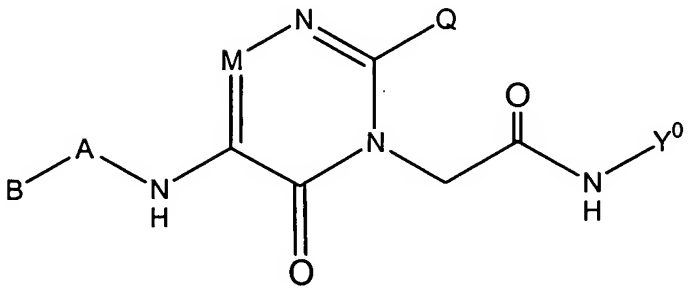
R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CH;

R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CF; **or**

R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is CCl**[[;]]**. ~~or~~

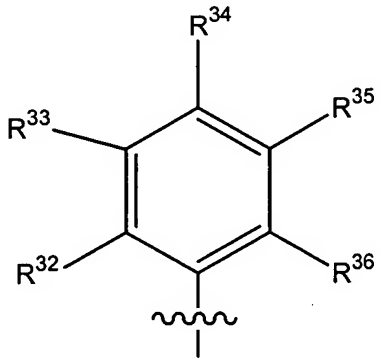
~~R^2 is 3-aminophenyl, B is phenyl, A is CH_2, Y^{AT} is 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, and M is N.~~

54. (currently amended): A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

B is the Formula:



R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W^7 is $N(R^7)$;

R^7 is selected from the group consisting of hydrido and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is **[[N or]]** R^1-C;

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

Q is selected from the group consisting of aryl and heteroaryl wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

Y^0 is amidinoaralkyl or amidinoheteroaralkyl;

Q^b is selected from the group consisting of hydrido, $NR^{20}R^{21}$, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$; and

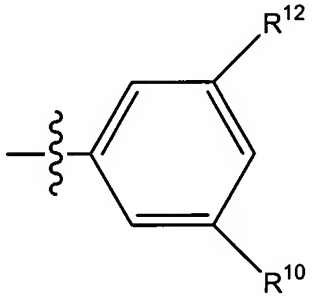
R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido and alkyl.

55. (previously presented): The compound of claim 54 wherein B is phenyl or phenyl substituted by hydrido, halo, amidino, or hydroxy.

56. (previously presented): The compound of claim 55 wherein A is CH_2 or CH_2CH_2 and M is CH or C-halo.

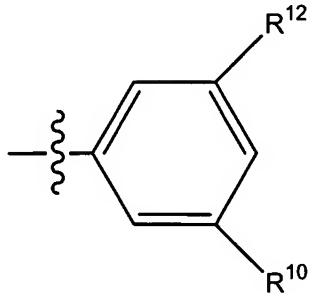
57. (previously presented): The compound of claim 56 wherein B is phenyl, chlorophenyl, or amidinophenyl.

58. (previously presented): The compound of claim 57 wherein Q is



and R^{10} and R^{12} are as defined in claim 54.

59. (previously presented): The compound of claim 54 wherein Q is



and R^{10} and R^{12} are as defined in claim 54.

60. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-carboxy-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl,

and M is CH or CCl.

61. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

62. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

63. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

64. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-2-thienyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

65. (previously presented): The compound of claim 54 wherein Q is 3-amidocarbonyl-5-aminophenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH.

66. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH.

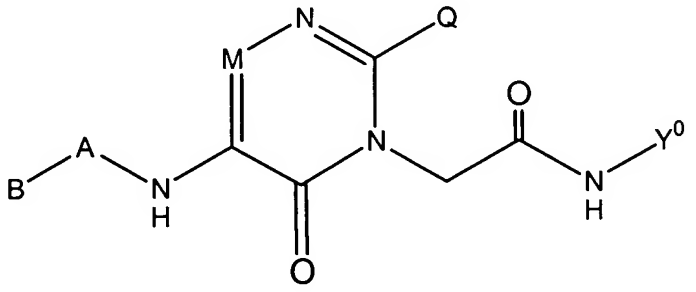
67. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH.

68. (previously presented): The compound of claim 54 wherein Q is 3-

amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH.

69. (previously presented): The compound of claim 54 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 3-chlorophenyl, A is CH_2CH_2, Y^0 is 4-amidinobenzyl, and M is CH.

70. (currently amended): A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W^7 is $N(R^7)$;

R^7 is selected from the group consisting of hydrido and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is **[[N or]]** R^1-C

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

Q is selected from the group consisting of aryl and heteroaryl wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

Y^0 is amidinoaralkyl or amidinoheteroaralkyl;

Q^b is selected from the group consisting of hydrido, $NR^{20}R^{21}$, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$; and

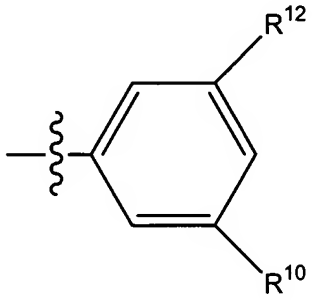
R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido and alkyl.

71. (previously presented): The compound of claim 70 wherein B is hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, or C2-C8 haloalkyl.

72. (previously presented): The compound of claim 71 wherein A is a bond and M is CH or CCl.

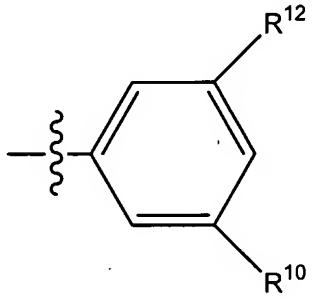
73. (previously presented): The compound of claim 72 wherein B is C2-C8 alkyl.

74. (previously presented): The compound of claim 73 wherein Q is



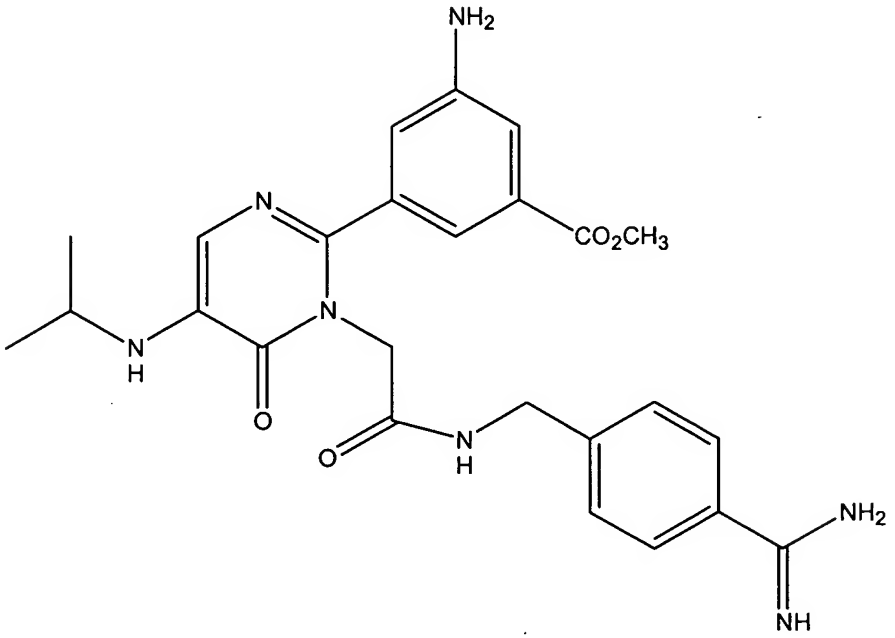
and R^{10} and R^{12} are as defined in claim 70.

75. (previously presented): The compound of claim 70 wherein Q is

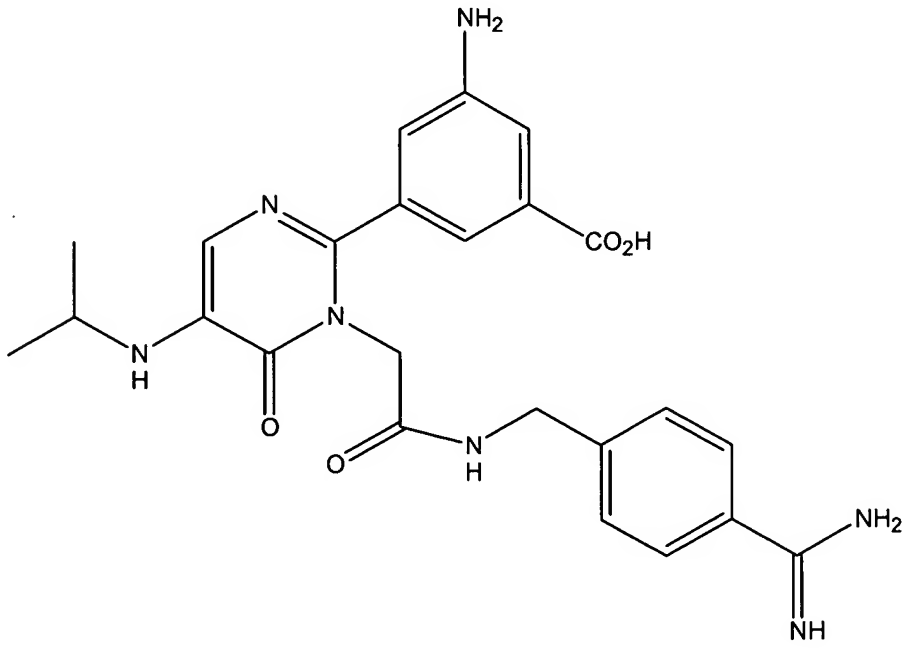


and R^{10} and R^{12} are as defined in claim 70.

76. (previously presented): The compound of claim 70 wherein the compound is



77. (previously presented): The compound of claim 70 wherein the compound is



78. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-carboxy-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

79. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

80. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

81. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

82. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

83. (previously presented): The compound of claim 70 wherein Q is 3,5-diamino-2-thienyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

84. (previously presented): The compound of claim 70 wherein Q is 3-amidocarbonyl-5-aminophenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

85. (previously presented): The compound of claim 70 wherein Q is 3-

amino-5-(N-benzylamidocarbonyl)phenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

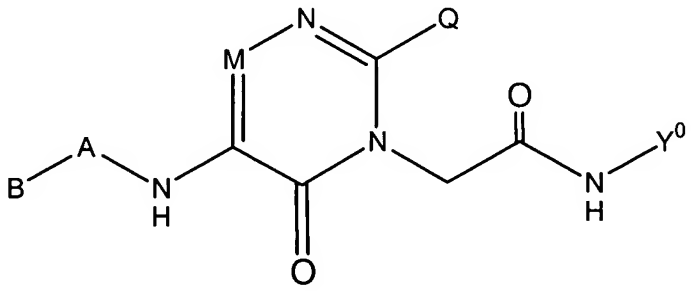
86. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

87. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

88. (previously presented): The compound of claim 70 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

89. (previously presented): The compound of claim 70 wherein Q is 3,5-diaminophenyl, B is 2-propyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

90. (previously presented): A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

B is selected from the group consisting of C3-C7 cycloalkyl and C4-heterocyclyl, wherein (a) each ring carbon is optionally substituted with R^{33}, (b) a

ring carbon, other than the ring carbon at the point of attachment, is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, (c) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (d) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (e) a ring carbon or nitrogen, if present, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (f) a ring carbon or nitrogen, if present, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, (g) a ring carbon or nitrogen, if present, in a first gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{10}, is optionally substituted by R^{11}, and (h) a ring carbon or nitrogen, if present, in a second gamma position relative to the carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{12}, is optionally substituted by R^{33};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

R^{33} and R^{34} are independently selected from the group consisting of hydrido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, and cyano;

R^{33} is optionally Q^b;

A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W^7 is $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

M is R^1-C.

R^1 is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

Q is selected from the group consisting of aryl and heteroaryl wherein (a) a ring carbon or nitrogen in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^9, (b) a ring carbon or nitrogen in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R^{13}, (c) a ring carbon or nitrogen, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^9, is optionally substituted by R^{10}, (d) a ring carbon or nitrogen, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R^{13}, is optionally substituted by R^{12}, and (e) a ring carbon or nitrogen, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R^{10} and R^{12}, respectively, is optionally substituted by R^{11};

Y^0 is amidinoaralkyl or amidinoheteroaralkyl;

Q^b is selected from the group consisting of hydrido, $NR^{20}R^{21}$, and $C(NR^{25})NR^{23}R^{24}$; and

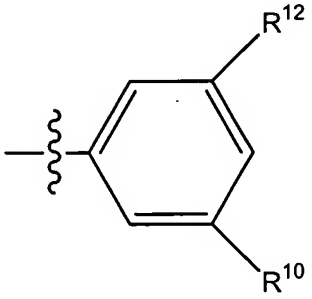
R^{20}, R^{21}, R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido and alkyl.

91. (previously presented): The compound of claim 90 wherein B is C3-C7 cycloalkyl or C4-heterocyclyl.

92. (previously presented): The compound of claim 91 wherein A is a bond and M is CH or C-halo.

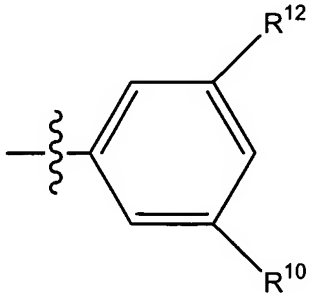
93. (previously presented): The compound of claim 92 wherein B is C3-C7 cycloalkyl.

94. (previously presented): The compound of claim 93 wherein Q is



and R^{10} and R^{12} are as defined in claim 90.

95. (previously presented): The compound of claim 90 wherein R^2 is



and R^{10} and R^{12} are as defined in claim 90.

96. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-carboxy-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

97. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

98. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

99. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

100. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

101. (previously presented): The compound of claim 90 wherein Q is 3,5-diamino-2-thienyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

102. (previously presented): The compound of claim 90 wherein Q is 3-amidocarbonyl-5-aminophenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

103. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

104. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

105. (previously presented): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

106. (new): The compound of claim 90 wherein Q is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.

107. (previously presented): The compound of claim 90 wherein Q is 3,5-diaminophenyl, B is cyclobutyl, A is a single bond, Y^0 is 4-amidinobenzyl, and M is CH or CCl.